

VALLEY INDIANA LEISURE LIMITED
14th Annual Report
2007-2008

Registered Office :
VALLEY INDIANA LEISURE LIMITED
39- Advani Market, O/s. Delhi Gate, Shahibaug,
Ahmedabad - 380 004

Board of Directors : Shri Pratik R. Kabra - Chairman
 : Shri Ramprasad M. Kabra - Director
 : Shri Kapil G. Kabra - Director
 : Shri Gopal M. Kabra - Director

Auditors : M/s. Bharadia Maheshwari & Associates
 Chartered Accountants
 Ahmedabad

Registered Office : 39-Advani Market,
 O/s. Delhi Gate,
 Shahibaug,
 Ahmedabad - 380 004

**Registrar and
 Share Transfer Agent** : M/s. MCS Limited
 Shatdal Complex,
 Ashram Road,
 Navrangpura,
 Ahmedabad - 380 009

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NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of valley Indiana Leisure Limited will be held on Tuesday, the 30th day of September, 2008 at 11.45 a.m. at Registered office of the company at 39, Advani Market, Ouside Delhi Gate, Shahibag, Ahmedabad-380004 to transact the following business.

ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Profits & Loss Account for the financial year ended on 31st March, 2008 and Balance Sheet as at that date and Report of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr. Pratik Kabra who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting and to authorise the Board of Directors to fix their remuneration. In this context, to consider and if thought fit to pass with or without modifications following as an ordinary resolution.

"RESOLVED that M/s. Bharadia Maheshwari & Associates, Chartered Accountants be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company."

On behalf of the Board

Date : 04/09/ 2008
Place: Ahmedabad

Sd/-
Managing Director

Notes :

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company.
- 2) All valid proxies must be deposited at the Regd. Office of the company at least 48 hours before the commencement of the meeting.
- 3) An explanatory statement pursuant to provisions of section 173 is enclosed to this notice.
- 4) Members are requested to bring their copies of Annual Report to the meeting.
- 5) Register of members and share transfer books of the company will remain closed from 26/9/2008 to 29/9/2008 (both days inclusive).

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended on 31st March, 2008

FINANCIAL RESULTS:

The summarized financial results of the Company for the period ended 31st March, 2008. Are as follows:

	(Amount in Rs.)	
	2007-08	2006-07
Total income (Net)	47742545	26830395
Total Expenditure	46843705	26370457
Gross Profit	935728	518258
Less :		
Depreciation	31357	26994
Finance Charges	5531	31326
Provision for taxation	283962	168472
Profit after Tax	614878	291466

DIVIDEND:

Your directors are unable to recommend any dividend in view of weak financial position of the company

OPERATIONS:

The company had during the year sales turnover of Rs. 501.79 lacs and other income of Rs. 3.14 lacs your directors are optimist of achieving better results in the next year.

INSURANCE:

The company has taken sufficient insurance for the properties against risks of fire, strike, riot and earthquake.

DIRECTORS:

Shri Pratik Kabra, director of the company, retires by rotation and being eligible offers themselves for reappointment.

PARTICULARS OF EMPLOYEES:

The particulars of the employee of the Company drawing total remuneration of Rs.24,00,000/- per annum or Rs.2,00,000/- per month as required U/S 217 (2A) of the Companies Act, 1956 is Nil.

FIXED DEPOSITS:

Your Company has not accepted any deposits and, as such, no amount of principal or interest was outstanding on the date of balance sheet.

DIRECTORS' RESPONSIBILITY STATEMENT -SECTION 217 (2AA) OF THE COMPANIES ACT, 1956:

The Board of Directors states:

- 1) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 2) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- 3) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- 4) that the Directors had prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 read with the Provisions of Section 217 (1) (e) of The Companies Act, 1956 is annexed herewith forming part of this report.

CORPORATE GOVERNANCE:

Your directors are pleased to inform you during the year provisions relating to the Corporate Governance as per listing Agreement has become applicable and has complied with the various requirements a report along with certificate is attached forming part of this report.

AUDITORS:

M/s. Bharadia Maheshwari & Associates, Chartered Accountants, Ahmedabad, statutory auditors retires at the end of ensuing Annual general meeting and being eligible, offer themselves for reappointment.

AUDITORS REPORT AND COMMENTS :

The contents and notes in the auditors report are self explanatory and needs no explanation.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the support extended by Bankers and Office bearers of Government Department and Financial Institutions. Your Directors also place on record their deep appreciation of the services rendered by the Officers, staff and workers of the company at all levels. Your Directors also acknowledge the continued invaluable support extended by you - our shareholders- and the confidence that you have placed in the company.

Date : 04/09/ 2008
Place: Ahmedabad

On behalf of the Board

Sd/-
Managing Director

CORPORATE GOVERNANCE REPORT 2007-08

(As required under Clause 49 of the Listing Agreements)

The Directors presents the Company's report on Corporate Governance in accordance with the provisions of clause 49 of the Listing Agreement with stock exchanges.

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

The Board has adopted the principles of good corporate governance and it is committed to adopting the same in future. It is true that the compulsion may initiate steps for compliance however voluntary adoption may take the same at its true place. We have taken steps for the good corporate governance practice, which will lead to the ethics of integrity, transparency and accountability.

THE BOARD OF DIRECTORS

The Board consists of 4 Directors showing the fair combination of Executive, Non-Executive and Independent Directors. The directors are different in respect of the knowledge and expertise in the field. Some of the directors are professionals from different field; some are having the vast knowledge and experience of marketing/production. Out of Five directors, Four are non Executive and independent directors.

Attendance at board Meetings :

Dates of Board Meetings : 30/04/2007, 30/06/2007, 25/07/2007, 31/07/2007 31/10/2007, 13/11/2007, 19/11/2007, 31/01/2008

Name	Executive/ Non-Executive Independent	No. of other Director ships held in other pub. Companies	Board Meetings attended	Member Ship in the committee of other companies	Chairmanship at the committee of other companies	Attended last AGM 29th September 2007
Mr. Radheshyam L. Kabra	Director	01	07	0	0	Yes
Mr. Ramprakash L. Kabra	Managing Director	03	07	03	0	Yes
Mr. Kapil Kabra	Director	0	07	0	0	Yes
Mr. Gopal Kabra	Director	0	07	0	0	Yes
Mr. Ramprasad Kabra	Director	0	03	0	0	No
Mr. Pratik Kabra	Director	0	03	0	0	No

As required by the law, the appointment(s) and remuneration(s) of any executive Director(s) requires the approval of shareholders; such approvals are for a period of not more than 5 years and when eligible, they can be re-appointed at the end of the term.

One third of other Directors retire every year and, when eligible, qualify for re-appointment.

AUDIT COMMITTEE :**Term of reference :**

The terms of reference of the Audit committee, as specified by the Board, includes the whole as specified in the clause 49 of the listing agreement, including a review of audit procedures and techniques, financial reporting systems, internal control systems and procedures besides ensuring compliance with regulatory guidelines. The committee members are all non-executive and majority being the independent directors, collectively having requisite knowledge of finance, accounts and company law. The committee recommends the appointment of external auditors and their fees and payments and also takes an overview of the financial reporting process to ensure that financial statements are correct sufficient and credible. The report of the statutory auditors is reviewed along with managements' comments and action-taken reports.

Composition of the committee :

The committee comprises four director as members of the committee and Chairman of the committee is Shri. Gopal Kabra

Meetings and attendance during the year :

Sr. No.	Director	Status	No. of Meetings Attended
01	Mr. . Gopal. Kabra	Chairman	04
02	Mr. . Radheshyam L. Kabra	Member	04
03	Mr. . Kapil Kabra	Member	04
04	Mr. . Rampraksah Kabra	Member	04

REMUNERATION COMMITTEE :

The remuneration committee consists of 3 directors all being non-executive directors. The committee recommends the remuneration packages to the Managing/Executive Directors, to the senior officers, employees etc.

Composition :

It comprises of Shri Gopal Kabra, Chairman of the committee, Shri Radheshyam Kabra and Shri kapil Kabra, directors of the company.

Meetings and attendance during the year.:

Since there were no agenda requiring decision to fix remuneration of directors, no meetings were held during the year under review.

SHARE TRANSFER AND SHAREHOLDER /INVESTOR GIEVANCES COMMITTEE

All the matters relating to Shareholders was reviewed as well as considered by the Share transfer Committee. However to adhere to the corporate Governance requirements, a new committee called Share transfer and shareholder/investors Grievances committee was formed and the responsibility of erstwhile Share Transfer committee was transferred to the new committee. This committee reviews, records and helps expedite transfer of shares and helps resolve and attend to any grievances of the investors.

Composition:

The committee comprises of Shri Gopal Kabra, Chairman of the committee, Shri Radheshyam Kabra and Shri kapil Kabra, directors of the company.

Meetings and Attendance during the year :

All the matters relating to share Department and investor services was handled by Share Transfer Committee. In view of infrequent trading of shares in the stock market and negligible correspondence from the investors and shareholders, the Share Transfer committee met four times in the year. All the members were present at all the meeting. The company is also availing services of Shri Ashish Doshi, a practicing company secretary to advise the company for fulfillment of all the clauses of Listing Agreement and other related rules and laws and who also remains present the meetings of the committee.

However to adhere to the requirements of Corporate Governance this new committee was formed To expeditiously meet the requirements of transfer of shares, Shri Gopal Kabra has been given authority to deal with and approve the cases on fortnightly basis and place report before the committee meeting. The committee meetings and attendance data were held twelve times during the year

Complaints :

During the year mainly there were two complaints regarding non receipt of dividend warrants and annual reports which were satisfactorily addressed by the company within 10 days from the date of receipt of the company. As on date there is no pending complaints.

SHAREHOLDER INFORMATION & RELATIONS

The main source of information for shareholders is the Annual Report which includes, inter-alia, the reports of the Directors and the Auditors, Audited Accounts, etc. Shareholders are intimated through print media of quarterly financial results within time periods stipulated from time to time by the stock exchanges.

General Body meetings :

The last 3 Annual General Meetings were held as follows.

	Date	Time	Place
1)	30 th September, 2006	10.30 a.m.	39, Advani Market, O/s Delhi Gate Shahibaug, Ahmedabad-380004
2)	30 th September, 2006	10.30 p.m.	39, Advani Market, O/s Delhi Gate Shahibaug, Ahmedabad-380004
3)	29 th September, 2007	10.30.m.	39, Advani Market, O/s Delhi Gate Shahibaug, Ahmedabad-380004

The next AGM shall be held at the Registered Office of the company at 39, Advani Market, O/s Delhi Gate, Shahibaug, Ahmedabad-380004 at 11.45 am. on 30th September, 2008. the Book Closure will also be as per the dates mentioned elsewhere in the Notice calling Annual general Meeting.

Means of Communications :

The company keeps shareholders informed via advertisements in appropriate newspapers of relevant dates and items requiring notice. The company is having in-house computerized share department.

Common Registrar for Physical as well as dematerialization of shares is MCS LTD. The general address for correspondence for Shareholders is Regd. Office of the company mentioned elsewhere in this Annual report.

The company regularly publishes quarterly financial results etc. in English (either in Western-Times or any other newspaper) and relevant vernacular print media in published in vernacular language (either in Western Times or any other news paper), The company had always held Annul General Meetings within the time limit prescribed by the law or regulatory.

DISCLOSURES :**(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

In terms of Section 299 (3) of the Companies Act, 1956, the General Notices of disclosure of interest are obtained from the Directors and accordingly, the Register of Contracts under Section 301 of the Companies Act, 1956 is tabled and signed.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

No strictures and penalties have ever been imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities, on matters related to capital markets.

(c) The Company has adopted a Code of Conduct for its Directors and employees. This Code of Conduct has been communicated to each of them.**(d) Regarding Dematerialisation of Shares:**

The Company is in the process of dematting the shares and this is expected to be completed during the ensuing Financial year.

Non Mandatory Requirements :

Of non-mandatory requirements suggestions, we have adopted those relating to Remuneration Committee. We have not adopted suggestions relating to a postal ballot system (except where compulsory under the Companies Act) nor of sending six monthly information to each shareholder household.

GENERAL SHAREHOLDERS INFORMATION :**A) Annual general meeting :**

Day and Date : Tuesday, 30th September, 2008,

Time : 11.45 a.m.

Venue : 39, Advani Market, O/s Delhi Gate, Shahibaug, Ahmedabad-380004

B) Financial Calendar for 2007-2008

First quarter : By end of July 2007

Second quarter : By end of October, 2007

Third quarter : By end of January, 2008

Annual results for the : By end of June 2008

Year ended on 31/3/2008

Annual general meeting : By end of September, 2008

for The year 2007-08

C) Book Closure : 26th September, 2008 to 29th September, 2008 (both days Inclusive)**D) Listing of Shares and Securities :** The company's shares are presently listed at Mumbai and Ahmedabad Stock exchanges.**E) Market Price Data :**

The company's shares were not traded in last two years. Therefore, the data is not provided.

Share transfer System : The company has appointed MCS limited as Share Transfer agents whose particulars are as follows.

MCS Limited

Shatdal Complex, Ashram Road, Ahmedabad-380009

who will be acting as a registrar and share transfer agent as common registrar for Physical as well as Demat of shares.

F) Plant Location : Nil**G) Investor correspondence :****Registered office :**

39, Advani Market,

O/s Delhi Gate, Shahibaug, Ahmedabad-380004

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis form a part of the Annual Report.

The above represents the company's philosophy on corporate governance. Auditors' Certificate as required, forms a part of this Annual Report.

Date : 04/09/ 2008

Place: Ahmedabad

On behalf of the Board

Sd/-
Managing Director

Auditors' Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To,
The Members of
Valley Indiana Leisure Limited

1. We have examined the compliance of conditions of Corporate Governance by Valley Indiana Leisure Limited(the Company) for the year ended March 31, 2007, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance(as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

PLACE: Ahmedabad

Bharadia Maheshwari & Associates

DATED: 25.07.2008

Chartered Accountants
(K K Maheshwari)
Partner
(M.No.070279)

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION :

We, R. L. Kabra, Chief executive officer and Managing Director of Valley Indiana Leisure limited, to the best of our knowledge and belief certify that :

1. We have reviewed the Balance Sheet and Profit and loss account and all its schedules and notes on accounts, as well as cash flow statement and the directors report;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on our knowledge and information, the financial statements and other financial information included in this report, present in all material respects, a true and fair view of, the company's affairs, the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations;
4. to the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
5. we are responsible for establishing and maintaining internal controls over financial reporting for the company, and we have :
 - (a) Designed such disclosure controls and procedures to ensure that material information relating to the company is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparing of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure, controls and procedures and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the company's most recent financial year that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
6. We have disclosed based on our most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's Board of directors.
 - (a) significant changes in internal controls during the year covered by this report;
 - (b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.
7. we further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Place : Ahmedabad
Date : 04/09/2008

Pratik R. Kabra
CEO & M. D

AUDITOR'S REPORT

To the Members of
VALLEY INDIANA LEISURE LIMITED

1. We have audited the attached Balance Sheet of VALLEY INDIANA LEISURE LIMITED as at March 31, 2008, Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) order, 2003 issued by the Company Law Board in terms of sub section (4A) of Section 227 of the Companies Act, 1956 and in terms of information and explanation given to us and also on the basis of such checks as we considered appropriate, we enclose in the Annexure, a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of accounts, as required by Law, have been kept by the Company, so far as appears from our examination of those books;
 - iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of accounts;
 - iv) In our opinion The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standard referred to in subsection (3C) of Section 211 of the Companies Act, 1956;
 - v) On the basis of the written representations received by the Company from the Directors as on 31st March, 2008, and taken on record by the Board of Directors of the Company, we report that none of the Directors is disqualified as on 31st March, 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - vi) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008;
 - b) In the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date;
 - c) In case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For, **Bharadia Maheshwari & Associates**
Chartered Accountants
CA K K Maheshwari
Partner M. No: 070279

Date : September 04, 2008

ANNEXURE OF THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) As explained to us, the fixed assets are being physically verified during the year by the management in accordance with the program of verification, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. As informed to us no material discrepancies have been noticed on such verification.
c) There was no disposal of a substantial part of fixed assets.
- (ii) a) The inventory has been physically verified during the year by the management at reasonable intervals.
b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) The company is maintaining proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) a) The Company has not granted loans, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore the provisions of clause 4 (iii) of the Order are not applicable to the Company.
b) The Company has not taken any loans, secured or unsecured, from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore the provisions of clause 4 (iii) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventories and fixed assets and with regard to the sale of goods. During the course of audit, we have not observed any major weaknesses in such internal controls.
- (v) a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section; and
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements aggregating during the year to Rupees Five Lacs or more in respect of those parties have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public during the year. Therefore the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.
- (vii) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and the nature of its business.
- (viii) The Central Government has not prescribed maintenance of cost records under clause (d) of sub section (1) of Section 209 of the Companies Act, 1956 in respect of activities of the Company.
- (ix) According to the information given to us and on the basis of examination of the books of accounts, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Cess etc. and other material statutory dues with appropriate authorities, as far as applicable to the Company.

According to the information given to us and on the basis of examination of the books of accounts, no undisputed amount payable in respect of above referred tax/cess were outstanding, as at balance sheet date for a period of more than six months from the date they became payable.

- (x) The company does not have accumulated losses as at the Balance Sheet date and has not incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- (xi) On the basis of our examination and according to the information and explanations given to us, the company does not have any loan from financial institutions or banks.
- (xii) In our opinion and according to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) In our opinion and according to information and explanation given to us, the company is not a chit fund or nidhi or mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company
- (xiv) In our opinion and according to information and explanation given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
- (xv) In our opinion and according to the information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanation given to us, the company has not obtained any term loans.
- (xvii) In our opinion and according to the information and explanation given to us and on the basis of our examination of books of accounts, we report that no fund raised on short-term basis have been used for long term investment.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the period covered by our audit report.
- (xix) The company has not issued any debentures during the year.
- (xx) During the year covered by our audit report the company has not raised any money by way of public issue.
- (xxi) To the best of our knowledge and belief and accordingly to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For, Bharadia Maheshwari & Associates
Chartered Accountants

Date : 25-07-2007
Place : Ahmedabad

CA K K Maheshwari
Partner M. No: 070279

BALANCE SHEET AS AT 31ST MARCH, 2008			
			(in Rupees)
Particulars	Schedule	31/3/2008	31/3/2007
SOURCES OF FUNDS			
Share Capital	[1]	52,563,000	52,563,000
Reserves & Surplus	[2]	3,375,655	2,759,820
Secured Loans		-	-
Unsecured Loans		-	-
Deferred Tax Liability		9,378	9,296
Total		55,948,033	55,332,116
APPLICATION OF FUNDS			
Fixed Assets :	[3]		
Gross Block		454566	430,466
Less: Depreciation		336202	304,845
Net Block		118,364	125,621
Capital Work-in-Progress		5,493,314	-
Investments :	[4]	19,054,256	10,548,522
Current Assets, Loans & Advances			
Inventories	[5]	-	11,255,731
Sundry Debtors	[6]	13,904,128	16,588,422
Cash & Bank Balances	[7]	467,648	679,486
Loans & Advances & Deposits	[8]	18,410,462	17,142,536
		32,782,238	45,666,175
Less : Current Liabilities & Provisions	[9]	1,500,139	1,008,202
Net Current Assets		31,282,099	44,657,973
Total		55,948,033	55,332,116
SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS			
In terms of our attached report of even date		For and on behalf of the Board of Directors	
For Bharadia Maheshwari & Associates Chartered Accountant		For VALLEY INDIANA LEISURE LIMITED	
(K. K Maheshwari) Partner Membership No. 070279		(Pratik Kabra) Director	(Kapil Kabra) Director
Place : Ahmedabad			
Dated : 04.09.2008			

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

Particulars	Schedule	31/3/08	31/3/07
INCOME			
Sales	[10]	50,178,682	26,570,427
Other Income	[11]	313,863	259,968
Increase (Decrease) in Stock	[12]	(2,750,000)	-
TOTAL		47,742,545	26,830,395
EXPENDITURE :			
Purchases	[13]	45,514,764	25,221,488
Direct Expenses	[14]	299,937	58,750
Financial Charges	[15]	5,531	31,326
Administration Expenses	[16]	992,116	1,031,899
Depreciation	[3]	31,357	26,994
TOTAL		46,843,705	26,370,457
Profit Before Tax		898,840	459,938
Provision for Taxes			
Current Tax		280,000	165,000
Fringe Benefit Tax		3,880	1,493
Deferred Tax		82	1,979
Profit after Tax .		614,878	291,466
Balance Brought Forward		2,759,820	2,460,063
Adjustment related to earlier year		957	8,291
Balance Carried forward to Balance Sheet		3,375,655	2,759,820
Basic Earning Per Share (Rs.)		0.12	0.06
Diluted Earning Per Share (Rs.)		0.12	0.06
Face Value Per Equity Share(Rs.)		10	10
SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS	[17]		

In terms of our attached report of even date

For and on behalf of the Board of Directors

For **Bharadia Maheshwari & Associates**
Chartered AccountantFor **VALLEY INDIANA LEISURE LIMITED**(K. K Maheshwari)
Partner(Pratik Kabra)
Director(Kapil Kabra)
Director

Membership No. 070279

Place : **Ahmedabad**

Dated : 04.09.2008

SCHEDULE ATTACHED TO & FORMING PART OF BALANCE-SHEET

Rupees

Particulars	31/3/2008	31/3/2007
SCHEDULE 1 : AUTHORISED SHARE CAPITAL		
1,00,00,000 Equity Shares of Rs. 10/- each (P. Y. 100,00,000)	100,000,000	100,000,000
ISSUED SUBSCRIBED & PAID UP :		
52,56,300 Equity Shares of Rs.10/- each Fully paid-up (P.Y.52,56,300)	52,563,000	52,563,000
TOTAL	52,563,000	52,563,000
SCHEDULE : 2 RESERVE & SURPLUS		
Profit & Loss A/c	3,375,655	2,759,820
TOTAL	3,375,655	2,759,820

SCHEDULE : 3 : : FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK					NET BLOCK	
	As at 01.04.07	Addi.	Dedu.	As at 31.03.08	Upto 01.04.07	For the year	Dedu.	Upto 31.3.08	As at 31.03.08	As at 31.03.07
Plant & Machinery	131,152	-	-	131,152	72,669	8,135	-	80,804	50,348	58,483
Tools & Equipment	18,335	-	-	18,335	12,706	783	-	13,489	4,846	5,629
Computer	197,921	24,100	-	222,021	150,882	20,427	-	171,309	50,712	47,039
Typewriter	36,746	-	-	36,746	30,856	819	-	31,675	5,071	5,890
Office Equipment	46,312	-	-	46,312	37,732	1,193	-	38,925	7,387	8,580
TOTAL	430,466	24,100	-	454,566	304,845	31,357	-	336,202	118,364	125,621
PREVIOUS YEAR	380,946	49,520	-	430,466	277,851	26,994	-	304,845	125,621	103,095
TOTAL Work-in-Progress	-	5,493,314	-	5,493,314						

Notes :

Capital Work-in-Progress consists of following for a manufacturing unit of Nickel Silver metal in coil form.

- a) Rs. 27,84,903/- incurred on account of Plant & Machinery and Rs.17,81,217 paid as advance for Machinery(Previous Year Nil)
- b) Rs. 9,20,694/- (Previous Year Rs. Nil) on account of building construction at site and Rs.6,500/- paid as an advance for Building Construction. (Previous Year Nil)

SCHEDULE : 4

INVESTMENTS

LONG TERM INVESTMENTS

In Equity Shares- Unquoted, fully paid up

a) Shree Extrusions Limited (950000 Equity Shares of Rs. 10/- each) (P.Y 950000) (Under the same Management)	9,500,000	9,500,000
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SCHEDULE ATTACHED TO & FORMING PART OF BALANCE-SHEET			Rupees
Particulars	31/3/2008	31/3/2007	
b) Advance Bio Coal (India) Ltd. (8500 Equity Shares of Rs.10/- each (P.Y 8500) (see note no.(viii) in Schedule 17)	85,000	-	
c) Mercury Metals Ltd. (510000 Equity Shares of Rs. 10/- each (P.Y 510000) (see note no.(viii) in Schedule 17)	7,208,440	-	
d) Shreeji Phosphate Limited (formerly known as Satyam Cement Ltd.) (35000 Equity Shares of Rs.10/- each (P.Y 35000) (see note no.(viii) in Schedule 17)	530,250	-	
e) Zora Pharma Ltd. (26600 Equity Shares of Rs. 10/- each (P.Y 26600) (see note no.(viii) in Schedule 17)	665,000	-	
Quoted at Cost			
a) Gujarat State Financial Corporation Ltd (93600 Equity Shares of Rs.10/-each partly paid) (P.Y 93600)	1,048,522	1,048,522	
b) Riddhi Siddhi Gluco Biols Ltd. (formerly known as Riddhi Siddhi Starch Ltd.) (800 Equity Shares of Rs. 10/- each (P.Y 800) (see note no.(viii) in Schedule 17)	17,044	-	
TOTAL	19,054,256	10,548,522	
Aggregate Book Value of :			
(A) Quoted Investments	1,065,566	1,048,522	
(B) Unquoted Investments	17,988,690	9,500,000	
Aggregate Market Value of Quoted Investments	171,960	-	
SCHEDULE : 5			
INVENTORIES			
(As valued and certified by the Directors)			
Stock of Shares & Securities (see note no.(viii) in Schedule 17)	-	11,255,731	
TOTAL	-	11,255,731	
SCHEDULE : 6			
SUNDRY DEBTORS			
Unsecured, Considered Good Outstanding Exceeding Six Months	7,117,534	13,129,314	
Others (Include Rs. 3,762,909 for under the same management)(in previous year Rs.1,947,080)	6,786,594	3,459,108	
TOTAL	13,904,128	16,588,422	

SCHEDULE ATTACHED TO & FORMING PART OF BALANCE-SHEET			Rupees
Particulars	31/3/2008	31/3/2007	
SCHEDULE : 7			
CASH & BANK BALANCE			
Cash on Hand	383,257	344,817	
Balance with scheduled banks			
ICICI Bank Ltd.	47,841	35,121	
The Laxmi Vilas Bank Ltd.	25,369	33,030	
Balance with Other banks			
Bhuj Mercantile Co-op. Bank Ltd.	11,182	266,519	
TOTAL	467,648	679,486	
SCHEDULE : 8			
<u>LOANS AND ADVANCES</u>			
(Unsecured, considered good)			
Advance recoverable in cash or in kind or for value to be received	16,016,944	14,755,018	
(Include Rs. 9,679,830 for under the same management) (in previous year Rs.3,859,830)			
Deposits	2,393,518	2,387,518	
TOTAL	18,410,462	17,142,536	
SCHEDULE : 9			
<u>CURRENT LIABILITIES AND PROVISIONS</u>			
Sundry Creditors for Capital Expenditure	1,052,974	-	
Creditors for Expenses	92,953	64,126	
Duties & Taxes	12,268	691,414	
Other Liabilities	58,064	86,169	
Provisions for Taxation	283,880	166,493	
TOTAL	1,500,139	1,008,202	
SCHEDULE : 10			
<u>SALES</u>			
Sales	47,428,682	26,570,427	
Shares Sales	2,750,000	-	
TOTAL	50,178,682	26,570,427	
SCHEDULE : 11			
<u>OTHER INCOME</u>			
Commission Income	308,656	258,368	
Dividend Received	2,400	1,600	
Sundry Balance Written Off	2,807	-	
TOTAL	313,863	259,968	

SCHEDULE ATTACHED TO & FORMING PART OF BALANCE-SHEET			Rupees
Particulars	31/3/2008	31/3/2007	
SCHEDULE : 12			
<u>Increase / (Decrease) in Stock</u>			
Closing Stock	-	11,255,731	
Less : Opening Stock	11,255,731	11,255,731	
Transferred to Investment Account (see note no.(viii) in Schedule 17)	8,505,731	-	
Increase / (Decrease) in Stock	(2,750,000)	-	
SCHEDULE : 13			
<u>PURCHASES</u>			
Purchase	45,514,764	25,221,488	
TOTAL	45,514,764	25,221,488	
SCHEDULE : 14			
<u>DIRECT EXPENSES</u>			
Freight Charges	41,937	10,750	
Rent Expenses	258,000	48,000	
TOTAL	299,937	58,750	
SCHEDULE : 15			
<u>FINANCIAL CHARGES</u>			
Bank Charges	5,322	31,326	
Interest Charges	209	-	
TOTAL	5,531	31,326	
SCHEDULE : 16			
<u>ADMINISTRATION EXPENSES</u>			
Advertisement Expenses	13,824	13,212	
Salaries	524,300	446,400	
Director's Remuneration	120,000	180,000	
Office Expenses	10,518	4,401	
Computer Expenses	975	4,860	
Electricity Expenses	39,581	5,663	
Postage & Telephone Expenses	39,520	27,764	
Refreshment Expenses	15,669	-	
Printing & Stationery Expenses	4,054	22,156	
Foreign Exchange Fluctuation (net)	-	105,216	
Filing Fees	4,556	6,028	
Municipal Tax	2,670	2,325	
Professional Tax	1,000	-	
Legal, Registration & Professional Charges	112,887	122,354	
Stock Exchange Fees	57,472	57,448	
Demat Maintenance Expenses	488	-	
Auditors' Remuneration	33,708	33,672	
Repairs & Maintenance	1,714	400	
Travelling Expenses	9,180	-	
TOTAL	992,116	1,031,899	

SCHEDULE - 17 :**SIGNIFICANT ACCOUNTING POLICIES, NOTES AND ADDITIONAL INFORMATION FORMING PARTS OF ACCOUNTS:****1. Significant Accounting Policies;****(A) Basis of Preparation of Financial Statement**

The financial statements are prepared under the historical cost convention method in accordance with the generally accepted accounting principles and in accordance with the provisions of the Companies (Accounting Standards) Rules, 2006 by the Central Government. The Company follows mercantile system of accounting.

(B) Revenue Recognition

Sales are recognized upon delivery of goods and are recorded net of trade discounts, rebates, sales tax/ value added tax and excise duty.

(C) Fixed Assets and Depreciation

Fixed assets are stated at their cost of acquisition less accumulated depreciation. Amount incurred on account of Pre-operative Expense, Plant & Machinery and Building Construction are disclosed under Capital Work in Progress. Advance payment made towards it also disclosed under Capital Work in Progress.

Depreciation on fixed assets is provided on written down value method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

(D) Investment

Investment in shares of companies, quoted and unquoted, are stated at cost. During the year under audit the Company has transferred shares which were stock in trade to Investment Account, at book value.

(E) Inventories

Inventories are valued at cost or net realizable value, whichever is lower.

(F) Retirement Benefits

Provision in accounts for any retirement benefit is based on actuarial valuation, if applicable any.

(G) Earning per Share

The basic earning per share is computed by dividing the net profit attributed to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The company has no potential dilutive equity shares outstanding during the year.

(H) Taxation

Provision for Current tax is made on the basis of estimated taxable income for the current accounting period and in accordance with the provisions of Income Tax Act, 1961. Deferred tax resulting from "timing differences" between the accounting and taxable profit for the period is accounted for using the tax rates and laws that have been enacted or substantively enacted as at the balance sheet date. Deferred tax assets is recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Provision for Fringe benefit tax is made on the basis of estimated taxable liabilities for the period.

(I) Contingent Liability

Disclosures for contingent liabilities are considered to the extent of estimates/notices/ demands received by the Company

(J) Foreign Currency Transaction

Foreign currency transactions are recorded at the rates on which they have been settled during the year. Foreign currency denominated assets and liabilities are translated into rupees at the exchange rates prevailing at year-end and overall net gain/loss is adjusted in the Profit and Loss Account.

2. Notes on accounts;

- i. Balances of Sundry Debtors, Creditors, Loans and Advances and other parties are subject to their confirmation.
- ii. Managerial Remuneration paid or payable during the financial year is as under.

Particulars	For the year ended March 31, 2008 (Rs.)	For the year ended March 31, 2007 (Rs.)
i. Salary	1,20,000	1,80,000
ii. Perquisites	-	-
Total	1,20,000	1,80,000

iii. Auditors' remuneration are as under

Particulars	For the year ended March 31, 2008 (Rs.)	For the year ended March 31, 2007 (Rs.)
i. Auditors' remuneration	22,472	22,448
ii Tax Audit Fees	11,236	12,224
iii Out of Pocket Expenses	NIL	Nil
Total Remuneration	33,708	33,672

iv. Information pursuant to the provisions of the paragraph 3 and 4 of Part-II of Schedule-VI of the Companies Act, 1956:-

(a)

S.No.	Particulars	Amount (in Rs.)
1.	CIF Value of Import	NIL
2.	Expenditure in foreign currency	NIL
3.	Earning in foreign Exchange F.O.B Value of Exports	NIL

(b) Quantitative details of major items traded :

S.No.	Particulars	Opening Stock	Purchase during the year	Sales during the year	Transferred to investment A/c (see Note : (viii))	Closing Stock
1.	SHARES					
	Current Year:					
	Nos.	855900	Nil	275000	580900	Nil
	Rs. (in Lacs)	112.56	Nil	27.50	85.06	Nil
	Previous Year:					
	Nos.	855900	Nil	Nil	Nil	855900
	Rs. (in lacs)	112.56	Nil	Nil	Nil	112.56
2.	METALS					
	Current Year:					
	(M.T.)	Nil	119.21	119.21	NA	Nil
	Previous Year					
	(M.T.)	Nil	110.58	110.58	NA	Nil

- v. Investment in company under the same management, Shree Extrusions Ltd, (Closely held Company), valued at Rs. 95.00 lacs is shown at cost. No provision has been made in the books of accounts for any possible diminution in the value of this investment. However the said company was declared as a sick unit by BIFR vide its order dated 05.07.2006.
- vi. Investment in equity shares of Gujarat State Financial Corporation Ltd are considered at cost. These shares are partly paid up shares and allotment money of Rs. 5/- per shares has not been paid. Further these shares are not in the name of the company.
- vii. Certain investments in shares of listed companies have been shown under unquoted investment, due to non- quotation in the stock exchange. No provision has been made for the possible diminution in the value of shares held as investment.
- viii. During the year the Company has transferred the Stock in trade of Shares to Investment Account. The Company has stopped shares trading activities. The Board has decided to transfer the stock in hand to investment account. Necessary effect has been given in accounts at the book value.
- ix. Advance includes a sum of Rs.96.80 lacs given to a related party to the Company; however the same has been fully recovered as on date of our report.
- x. Advances include a sum of Rs.3.25 lacs with Ahmedabad Stock Exchange for membership card and Rs.20.50 lacs with Vadodara Stock Exchange Ltd have been treated as deposits since long. The nature and justification of such deposits are not available, however according to management these are recoverable/realizable.
- xi. The Company does not have employees, who are covered for retirement benefit scheme. Companies (Accounting Standard) Rules, 2006 issued by the Central Government is not considered applicable.
- xii. **Segment Reporting :**

Information for the year ended March 31,2008

Particulars	Metals Amount (Rs.)	Shares Amount (Rs.)	Total Amount (Rs.)
Revenue			
External Sales	47,428,682	2,750,000	50,178,682
Inter-Segment Transfers	-	-	-
Total Revenue	47,428,682	2,750,000	50,178,682
Segment Result			
Profit Before Tax	-	-	898,840
Provision for Tax	-	-	283,962
Profit after Tax	-	-	614,878
Other Information			
Segment Assets	4,036,594	2,750,000	67,86,599
Unallocated corporate assets	-	-	57,448,172
Total Assets	4,036,594	2,750,000	64,234,766
Segment Liabilities			
Unallocated corporate liabilities	-	-	1,500,139
Total Liabilities	-	-	1,500,139

The geographical segmentation is not relevant, as there is no export.

xiii. **Related Parties Disclosures : Accounting Standard-18 (AS-18)**

Particulars of related Parties

S.No.	Name of the Related Party	Nature of Relationship
1.	Pratik R. Kabra	Director (appointed during the year)
2.	Ramprasad M. Kabra	Director (appointed during the year)
3.	Kapil G. Kabra	Director
4.	Radheshyam L. Kabra	Director (resigned during the year)
5.	Ramprakash L. Kabra	Director (resigned during the year)
6.	Kabra Agro Farms Pvt. Ltd.	Under the same Management
7.	Shree Extrusions Limited	Associate Concern
8.	Mercury Metals Limited	Associate Concern
9.	Mercury Metex Limited (in Liquidation)	Associate Concern

Details of transactions between the company and related parties and outstanding balances as on 31st March, 2008.

S.No.	Name of Party	Particulars of transaction & Value	Balance Outstanding as on 31.03.08 (Rs.)
1.	Ramprakash L. Kabra	Director's Remuneration Rs. 1,20,000 Salary Rs. 60,000 (after resigning from Directorship)	Nil
2.	Pratik R. Kabra	Rent Rs. 2,10,000	Nil
3.	Shree Extrusions Ltd.	Sales made during the year 4,93,25,829 Advance given against purchase	37,62,909 (Dr) 96,79,830 (Dr)

Note : (Dr) indicates Debit Balance

xiv. **Earning Per Share (AS-20)**

As per Accounting Standard (AS) -20 on "Earning Per Share", the particulars of EPS for equity shareholders are as below :-

Particulars	For the year ended March 31, 2008	For the year ended March 31, 2007
Net Profit/(Loss) as per profit & loss account (Rs.)	6,14,878/-	2,91,466/-
Average No. of Equity Shares used for calculating EPS	52,56,300	52,56,300
EPS (Basic and Diluted) (Rs.)	0.12	0.06
Face Value of each equity shares (Rs.)	10	10

The position of Deferred Tax assets and Liabilities computed in accordance with the requirements of AS-22 on 'Accounting for taxes on income' by the institute of Chartered Accountants of India is as stated below:

Particulars	As at 31st March 2008 (Rs.)	Current Year Charge/(Credit) (Rs.)	As at 31st March 2007 (Rs.)
Deferred Tax Liabilities			
Related to depreciated fixed Assets	9,378	82/-	9,296
Deferred Tax Assets	Nil	Nil	Nil
Deferred Tax Liabilities	9,378	82/-	9,296

- xv. Loans and advances include a sum of Rs. 60.00 lacs advanced to a party towards purchase of a property as per agreement to sale entered with. The party has not given title clearance of the said property till the date of this report. As per management the amount is recoverable/realizable. The party has requested for the extension of time for clearance of title of the said property.
- xvi. All the Assets have been physically verified by the management during the year. There is a regular program of verification which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification. Provision for impairment of assets has not been made in accordance to AS -28 as prescribed by the Institute of Chartered Accountants of India. In the opinion of Management, it was not possible to ascertain impairment, if any.
- xvii. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are stated approximate value, if realized in the ordinary course of business. The provisions of all known liabilities are adequately provided and not in the excess of amount reasonably necessary.
- xviii. There are no delays in payment to Micro and Small Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information regarding Micro and Small Enterprise has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.
- xix. The previous year's figure have been regrouped/ reclassified wherever necessary to make them comparable to current year's figure.

As per our report of even date
For **Bharadia Maheshwari & Associates**
Chartered Accountant

(K. K Maheshwari)
Partner
Membership No. 070279

Place : Ahmedabad
Dated : 04.09.2008

On behalf of the Board
For **VALLEY INDIANA LEISURE LIMITED**

(Pratik Kabra)
Director

(Kapil Kabra)
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31/3/2008				Amount in Rs.
Particulars	2007-08		2006-07	
	Amount	Amount	Amount	Amount
A. Cash Flow from Operating Activities				
Net Profit before tax and Extraordinary Items		898,840		459,938
Less : Prior Period Expenses		957		8,291
Adjusted for Depreciation	31,357		26,994	
		31,357		26,994
Operating Profit before Working Capital Changes		931,155		495,223
Adjusted for Trade and other receivable	2,684,294		2,485,713	
Inventories	11,255,731		-	
Trade Payable	208,057		(10,266,150)	
Loans & Advances	(1,267,926)		5,132,423	
		12,880,156		(26,48,014)
NET CASH GENERATED BY OPERATING ACTIVITIES		13,811,310		(2,152,791)
Cash Flow from Investing Activities				
Purchase of Fixed Assets	(5,517,414)		(49,520)	
Increase in Investments	(8,505,734)		-	
Interest Deposit	-		-	
NET CASH USED IN INVESTING ACTIVITIES		(14,023,148)		(49,520)
Cash Flow from Financing Activities				
Increase in Share Capital	-		-	
Increase in Secured Loan	-		-	
Increase in Unsecured Loan	-		(3,949,999)	
NET CASH USED IN FINANCING ACTIVITIES		-		39,49,999
NET(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(211,838)		(6,152,310)
Opening Balance of Cash and Cash Equivalents		679,486		6,831,796
Closing Balance of Cash and Cash Equivalents		467,648		679,486
The previous year's figures have been regrouped and reclassified wherever necessary				
As per our report of even date		On behalf of the Board		
For Bharadia Maheshwari & Associates		For VALLEY INDIANA LEISURE LIMITED		
Chartered Accountant				
(K. K Maheshwari)		(Pratik Kabra)		(Kapil Kabra)
Partner		Director		Director
Membership No. 070279				
Place : Ahmedabad				
Dated : 04.09.2008				

AUDITOR'S CERTIFICATE

To the Board of Directors,
Valley Indiana Leisure Limited
39, Advani Market
O/s Delhi Gate, Shahibaug
Ahmedabad-04

We have examined the attached Cash Flow statement of Valley Indiana Leisure Limited for the year ended on March 31, 2008, the statement has been prepared by the Company in accordance with the requirement of Clause 32 of Listing Agreement with the Stock Exchange and is based on and in agreement with corresponding profit & loss account and balance sheet of the Company covered by our report of 04.07.2008 to the members of the Company and reallocation required for the purpose are as made by the Company.

DATED: 04.09.2008

PLACE: AHMEDABAD

Bharadia Maheshwari & Associates
Chartered Accountants

(K K Maheshwari)
Partner (M.No.070279)

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Statement to Part IV of Schedule-VI to the Companies Act, 1956.

I. Registration Details

Registration No.

		2	3	4	7	1
--	--	---	---	---	---	---

State Code

0	4
---	---

Balance Sheet Date

3	1	0	3	0	8
---	---	---	---	---	---

Date

Month

Year

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue

			N	I	L				
--	--	--	---	---	---	--	--	--	--

Rights Issue

			N	I	L				
--	--	--	---	---	---	--	--	--	--

Bonus Issue

			N	I	L				
--	--	--	---	---	---	--	--	--	--

Private Placement

			N	I	L				
--	--	--	---	---	---	--	--	--	--

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

				5	5	9	4	8
--	--	--	--	---	---	---	---	---

Total Assets

				5	5	9	4	8
--	--	--	--	---	---	---	---	---

Sources of Funds

Paid up Capital

				5	2	5	6	3
--	--	--	--	---	---	---	---	---

Reserves & Surplus

						3	3	7	6
--	--	--	--	--	--	---	---	---	---

Secured Loans

			N	I	L				
--	--	--	---	---	---	--	--	--	--

Unsecured Loans

			N	I	L				
--	--	--	---	---	---	--	--	--	--

Deferred Tax Liabilities

								9
--	--	--	--	--	--	--	--	---

Applications of Funds

Net Fixed Assets

					5	6	1	1
--	--	--	--	--	---	---	---	---

Investments

					1	9	0	5	4
--	--	--	--	--	---	---	---	---	---

Net Current Assets

				3	1	2	8	2
--	--	--	--	---	---	---	---	---

Misc. Expenditures

			N	I	L				
--	--	--	---	---	---	--	--	--	--

Accumulated Losses

			N	I	L				
--	--	--	---	---	---	--	--	--	--

IV. Performance of Company (Amount in Rs. Thousands)

Turnover*

				5	0	1	7	9
--	--	--	--	---	---	---	---	---

Total Expenditure

				4	6	8	4	4
--	--	--	--	---	---	---	---	---

* Including other Income & Increase in Stock

+ - Profit/(Loss) Before Tax

						8	9	9
--	--	--	--	--	--	---	---	---

+ - Profit/(Loss) After Tax

							6	1	5
--	--	--	--	--	--	--	---	---	---

Earning Per Share in Rs.

					0		1	2
--	--	--	--	--	---	--	---	---

Dividend Rate %

N	I	L
---	---	---

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

I. T.C. Code

			N	A					
--	--	--	---	---	--	--	--	--	--

Product Description

			N	I	L				
--	--	--	---	---	---	--	--	--	--

For Bharadia Maheshwari & Associates

Chartered Accountant

(K. K Maheshwari)

Partner

Membership No. 070279

Place : Ahmedabad

Dated : 04.09.2008

For VALLEY INDIANA LEISURE LIMITED

(Pratik Kabra)

Director

(Kapil Kabra)

Director

VALLEY INDIANA LEISURE LIMITED

PROXY FORM

Members Folio No. _____

DP ID _____

Client ID _____

I/We _____ of _____
being a Member/Members of VALLEY INDIANA LEISURE LIMITED, hereby appoint
of _____ or failing him
_____ of _____ or failing
him _____ of _____ as my/our Proxy to attend and vote
for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday,
the 30th day of September 2008 at any adjournment there of.

Signed this _____ Day of _____ 2008.

Signed by the said _____

of _____

Affix
Rs. 1/-
Revenue
Stampe

Note : If a member is unable to attend the Meeting, he may sign this form and send it to
the Company's Registered Office at : 39 - Advani Market, O/s. Delhi Gate, Shahibaug,
Ahmedabad - 380 004, so as to reach them not less than 48 hours before the Meeting

-----TERE HERE-----

VALLEY INDIANA LEISURE LIMITED

39 - Advani Market, O/s. Delhi Gate,
Shahibaug, Ahmedabad - 380 004

ATTENDANCE SLIP

I hereby record my presence at the Eleventh Annual General Meeting convened at the Registered
Office of the Company at 39 - Advani Market, O/s. Delhi Gate, Shahibaug, Ahmedabad - 380 004
on Tuesday, the 30th day of September 2008.

Members Folio No. _____

DP ID _____

Client ID _____

Name of the Member attending the Meeting

In case of proxy, Name of Proxy

(Signature of Member/Proxy)
(To be signed at the time of
handing over this slip)

Note : Members/Joint members are requested to bring the attendance slip with them.

Book Post

To, _____

If undelivered Please return to :
VALLEY INDIANA LEISURE LIMITED
39- Advani Market, O/s. Delhi Gate, Shahibaug,
Ahmedabad - 380 004